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May 18, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 19734-G

FILED

JUN 15 '99

10-30AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated January 26, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under Recordation Number 19734.

The name and address of the party to the enclosed document are:

John
The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

BNSF



PATRICK J. OTTENSMEYER
Vice President - Finance
and Treasurer

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive
Fort Worth, Texas 76131

Direct Dial: (817) 352-2202
Facsimile: (817) 352-2279

January 26, 1999

RECORDATION NO. 19734-G FILED

JUN 15 '99 10-30AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

Re: Statement of Change in Reporting Marks and Road Numbers

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives and/or rail cars identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: 

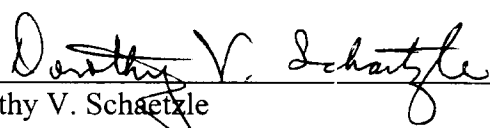
Patrick J. Ottensmeyer
Vice President - Finance and Treasurer

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 26TH day of January, 1999, before me, a Notary Public in and for said County and State, personally appeared Patrick J. Ottensmeyer, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on January 26, 1999, on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Dorothy V. Schaezle
Notary Public
My Commission Expires: 11/20/2000

RECORDATION NUMBER: 19734

Equipment Description:

Number of Units: 44

Model: SD70MAC

**Old Reporting Mark
and Road Numbers**

BN	9646
BN	9647
BN	9648
BN	9649
BN	9650
BN	9651
BN	9652
BN	9653
BN	9654
BN	9655
BN	9656
BN	9657
BN	9658
BN	9659
BN	9660
BN	9661

BN	9663
BN	9664
BN	9665
BN	9666

BN	9668
BN	9669
BN	9670
BN	9671
BN	9672
BN	9673
BN	9674
BN	9675
BN	9676
BN	9677
BN	9678
BN	9679

**New Reporting Mark
and Road Numbers**

BNSF	9646
BNSF	9648
BNSF	9649
BNSF	9650
BNSF	9651
BNSF	9652
BNSF	9653
BNSF	9654
BNSF	9655
BNSF	9656
BNSF	9657
BNSF	9658
BNSF	9659
BNSF	9660
BNSF	9661

BNSF	9663
BNSF	9664
BNSF	9665
BNSF	9666

BNSF	9668
BNSF	9669
BNSF	9670
BNSF	9671
BNSF	9672
BNSF	9673
BNSF	9674
BNSF	9675
BNSF	9676
BNSF	9677
BNSF	9678
BNSF	9679

RECORDATION NUMBER:

19734 continued

BN	9680	BNSF	9680
BN	9681	BNSF	9681
BN	9682	BNSF	9682
BN	9683	BNSF	9683
BN	9684	BNSF	9684
BN	9685	BNSF	9685
BN	9686	BNSF	9686
BN	9687	BNSF	9687
BN	9713	BNSF	9713
BN	9714	BNSF	9714
BN	9715	BNSF	9715
BN	9716	BNSF	9716

CASUALTY: BN 9647

District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Statement of Change in Reporting Marks and Road Numbers", dated January 26, 1999 by Burlington Northern and Santa Fe Railway Company is a true and complete copy of the original thereof.

Certified this 3rd day of June, 1999.



NOTARY PUBLIC

My commission expires: 3-31-2000